

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)
1111 LOUISIANA
HOUSTON, TEXAS
(Address of principal executive
offices)

74-0694415
(I.R.S. Employer
Identification No.)
77002
(Zip Code)

CENTERPOINT ENERGY, INC. STOCK PLAN FOR OUTSIDE DIRECTORS
(Full title of the plan)

Rufus S. Scott
Vice President, Deputy General Counsel and Assistant Corporate Secretary
1111 Louisiana
Houston, Texas 77002
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (713) 207-1111

CALCULATION OF REGISTRATION FEE

PROPOSED REGISTRATION	PROPOSED TO BE REGISTERED	MAXIMUM REGISTERED	MAXIMUM OFFERING PER SHARE	AGGREGATE AMOUNT (1)	TITLE OF SECURITIES (1)	AMOUNT TO BE OFFERED (1)	PRICE OFFERING (1)
250,000 shares	\$8.93	\$2,232,500	\$180.61		Common Stock, par value \$0.01 per share		
					Preferred Stock Purchase Rights (2)	250,000 rights (3)	(3) (3) (3)

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act of 1933, as amended (the "Securities Act"), based upon the average of the high and low prices of the Common Stock of CenterPoint Energy, Inc. as reported on The New York Stock Exchange Composite Tape on May 23, 2003.
- (2) Each share of Common Stock to be registered includes one associated Preferred Stock Purchase Right.
- (3) No separate consideration is payable for the Preferred Stock Purchase Rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.

INTRODUCTORY STATEMENT

CenterPoint Energy, Inc. (the "Registrant" or the "Company") is filing this Registration Statement on Form S-8 relating to its common stock, par value \$0.01 per share, and associated rights to purchase its Series A preferred stock, par value \$0.01 per share (such common stock and associated rights are collectively referred to in this Registration Statement as the "Common Stock"), issuable pursuant to the terms of the CenterPoint Energy, Inc. Stock Plan for Outside Directors, as amended and restated.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by the Company (File No. 1-31447) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated in this Registration Statement by reference:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002;
- (2) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003;
- (3) The Company's Current Report on Form 8-K filed with the SEC on September 3, 2002, which includes a description of the Company's common stock and associated rights to purchase its Series A preferred stock;
- (4) The Company's Current Reports on Form 8-K filed with the SEC on January 7, 2003, March 3, 2003, March 27, 2003, April 23, 2003, May 12, 2003, May 16, 2003 and May 30, 2003; and
- (5) Item 5 of the Company's Current Reports on Form 8-K filed with the SEC on February 13, 2003, April 24, 2003 and May 1, 2003.

All documents filed with the Commission by the Company pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

EXPERTS

The consolidated financial statements incorporated in this Registration Statement by reference from the Company's Current Report on Form 8-K dated May 12, 2003 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion and includes explanatory paragraphs relating to the distribution of Reliant Resources, Inc. and the change in method of accounting for goodwill and certain intangible assets), and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article 2.02.A.(16) and Article 2.02-1 of the Texas Business Corporation Act and Article V of the Registrant's Amended and Restated Bylaws provide the Registrant with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, the Registrant has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of the Registrant's Amended and Restated Articles of Incorporation provides that a director of the Registrant is not liable to the Registrant for monetary damages for any act or omission in the director's capacity as director, except that Article IX does not eliminate or limit the liability of a director for (i) any breach of such director's duty of loyalty to the Registrant or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to the Registrant or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of the Registrant existing at the time of the repeal or modification.

See "Item 9. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Report or SEC File or Exhibit Registration Registration Exhibit Number Document Description Statement Number Reference -- ----- ----- ----- -----
- 4.1* - Amended and Restated Articles of Registration Statement on 333-69502 3.1 Incorporation of CenterPoint Energy, Inc. Form S-4 of CenterPoint Energy, Inc. 4.2* - Articles of Amendment to the Amended and Form 10- K of CenterPoint 1-31447 3.1.1 Restated Articles of Incorporation

of Energy,
Inc. for the
year
CenterPoint
Energy, Inc.
ended
December 31,
2001 4.3* -
Amended and
Restated
Bylaws of
Form 10-K of
CenterPoint
1-31447 3.2
CenterPoint
Energy, Inc.
Energy, Inc.
for the year
ended
December 31,
2001 4.4* -
Rights
Agreement
dated as of
January 1,
Form 10-K of
CenterPoint
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2002 between
CenterPoint
Energy, Inc.
Energy, Inc.
for the year
and JPMorgan
Chase Bank,
as Rights
ended
December 31,
2001 Agent,

Report or
SEC File or
Exhibit
Registration
Registration
Exhibit
Number
Document
Description
Statement
Number
Reference -

4.5* -
Statement
of
Resolution
Establishing
Form 10-K
of
CenterPoint
1-31447 3.3
Series of
Shares
designated
Series A
Energy,
Inc. for
the year
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Stock and
Form of
Rights
ended
December
31, 2001
Certificate

4.6* -
CenterPoint
Energy,
Inc. Stock
Plan for
CenterPoint
Energy's 1-
31447
Appendix I
Outside
Directors
(as amended
and
Definitive
Proxy
Statement
restated
effective
May 7,
2003) for
2003 Annual
Meeting of
Shareholders

5.1 -
Opinion of
Baker Botts
L.L.P. 23.1
- Consent
of Deloitte
& Touche
LLP 23.2 -
Consent of
Baker Botts
L.L.P.
(included
in Exhibit
5.1) 24.1 -
Powers of
Attorney
(included
in the
signature
page of

this
registration
statement)

- - - - -

* Incorporated herein by reference as indicated.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on May 30, 2003.

CENTERPOINT ENERGY, INC.
(Registrant)

By: /s/ David M. McClanahan

David M. McClanahan,
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. McClanahan, Scott E. Rozzell and Rufus S. Scott, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE
TITLE DATE

/s/ David
M.
McClanahan
President,
May 30,
2003 - ---

Chief
Executive
Officer
and
Director
David M.
McClanahan
(Principal
Executive
Officer)
/s/ Gary
L.
Whitlock
Executive
Vice
President
May 30,
2003 - ---

----- and
Chief
Financial
Officer

Gary L.
Whitlock
(Principal
Financial
Officer)
/s/ James
S. Brian
Senior
Vice
President
and May
30, 2003 -

Chief
Accounting
Officer
James S.
Brian
(Principal
Accounting
Officer)

/s/ Milton Carroll

Director

May 30, 2003

Milton Carroll

/s/ Derrill Cody

Director

May 30, 2003

Derrill Cody

/s/ John T. Cater

Director

May 30, 2003

John T. Cater

/s/ O. Holcombe Crosswell

Director

May 30, 2003

O. Holcombe Crosswell

/s/ Thomas F. Madison

Director

May 30, 2003

Thomas F. Madison

Director

Michael E. Shannon

INDEX TO EXHIBITS

Report or
SEC File or
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Registration
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Description
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333-69502
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on Form S-4
of
CenterPoint
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L.L.P. 23.1
- Consent of
Deloitte &
Touche LLP
23.2 -
Consent of
Baker Botts
L.L.P.
(included in
Exhibit 5.1)
24.1 -
Powers of
Attorney

- - - - -

* Incorporated herein by reference as indicated.

Baker Botts L.L.P.
One Shell Plaza
910 Louisiana Street
Houston, Texas 77002-4995

May 30, 2003

CenterPoint Energy, Inc.
1111 Louisiana Street
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed by CenterPoint Energy, Inc., a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to up to 250,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") which may be offered and sold from time to time pursuant to the CenterPoint Energy, Inc. Stock Plan for Outside Directors, as amended and restated effective May 7, 2003 (the "Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company under the Plan are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Company, each as amended to date, the Plan, and the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company or extracts therefrom as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates.

In making our examination, we have assumed that all signatures on documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Texas.
2. In the case of Shares originally issued by the Company pursuant to the provisions of the Plan following due authorization of a particular Stock Award (as defined in the Plan) by the Board of Directors of the Company in accordance with the Plan, the Shares issuable pursuant to such Stock Award will have been duly authorized by all necessary corporate action on the part of the Company.

Upon issuance of such Shares from time to time pursuant to and in accordance with the terms of the Plan and such Stock Award at the end of the applicable Restriction Period established under the Plan, for the consideration not less than the par value of such Shares fixed by the Board of Directors, including services provided by the director to whom the Shares are issued and the other benefits to the Company contemplated by the Plan, and provided that at the time of such issuance an order pursuant to Section 7 of the Public Utility Holding Company Act of 1935 permitting to become effective a declaration regarding such issuance shall have been entered by the Commission and shall remain in effect and such issuance shall conform to the terms and conditions of such declaration and order, such shares will be validly issued, fully paid and nonassessable.

This opinion is limited to the original issuance of Shares by the Company and does not cover shares of Common Stock delivered by the Company out of shares reacquired by it.

We are members of the Texas Bar and the opinions set forth above are limited in all respects to matters of Texas law as in effect on the date hereof. We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

BAKER BOTTS L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of CenterPoint Energy, Inc. on Form S-8 of our report dated February 28, 2003, May 9, 2003 as to "Certain Reclassifications and Other Items", described in Note 1, (which report expresses an unqualified opinion and includes explanatory paragraphs relating to the distribution of Reliant Resources, Inc. and the change in method of accounting for goodwill and certain intangible assets) appearing in CenterPoint Energy, Inc.'s Current Report on Form 8-K dated May 12, 2003.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
May 30, 2003